

0100795001

-A, B, C
19624-ED 1425

RECORDATION NO. 19624-ED 1425

SEP 29 1995 8 40 AM

INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 29, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Railroad Equipment Lease, dated as of September 29, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177 and two (2) copies of each of the following secondary documents related thereto: Security Agreement and Assignment of Lease, Consent and Agreement and Bill of Sale.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Railroad Equipment Lease

Lessor: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

LICENSING BRANCH

SEP 29 8 35 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

Counterpart - [Signature]

Mr. Vernon A. Williams
September 29, 1995
Page 2

Security Agreement and Assignment of Lease

Debtor: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Secured Party: First Fidelity Bank, N.A.
123 South Broad Street
Philadelphia, Pennsylvania 19109

Consent and Agreement

Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

Bill of Sale

Seller: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

Purchaser: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

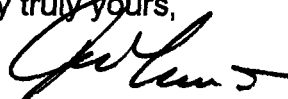
A description of the railroad equipment covered by the enclosed documents is:

56 GP38-2 locomotives bearing CR reporting marks and road numbers as set forth on Exhibit A attached to the Memorandum of Railroad Equipment Lease.

Also enclosed is a check in the amount of \$84.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RECORDATION NO. **19622** FILED 1425

SEP 29 1995 - 8 40 AM

MARYLAND STATE COMMERCE COMMISSION

THE FIRST NATIONAL BANK OF MARYLAND

MEMORANDUM OF RAILROAD EQUIPMENT LEASE

dated as of September 29, 1995

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

CONSOLIDATED RAIL CORPORATION,

as Lessee

MEMORANDUM OF RAILROAD EQUIPMENT LEASE

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE is made and entered into as of September 29, 1995 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, fifty-six (56) GP38-2 locomotives bearing reporting marks and numbers as indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Equipment Lease dated as of September 29, 1995 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND
Lessor

By: J. Mitchell Crook
J. Mitchell Crook,
Vice President

CONSOLIDATED RAIL CORPORATION
Lessee

By: [Signature]

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29 day of September, 1995 before me personally appeared, J. Mitchell Crook, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on September 29, 1995 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Signature]
Notary Public

[Notarial Seal]

My commission expires:

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999

STATE OF _____, COUNTY OF _____, TO WIT:

On this 29th day of September, 1995 before me personally appeared Thomas McGraw me personally known, who being by me duly sworn, says that he is the Director - Finance of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on September __, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Suzanne J. Rossomando
Notary Public

[Notarial Seal]

My commission expires:

A:\FN157505.LSE\Cons.Rail95\Disk1\cmr

<p>NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999</p>
--

EXHIBIT A

DESCRIPTION OF LOCOMOTIVES

- Schedule I: Twenty-eight (28) GP38-2 locomotives bearing marks and numbers CR 8224 through CR 8251, inclusive.
- Schedule II: Twenty-eight (28) GP38-2 locomotives bearing marks and numbers CR 8252 through CR 8263, inclusive; CR 8265 through CR 8271, inclusive; and CR 8273 through CR 8281, inclusive.